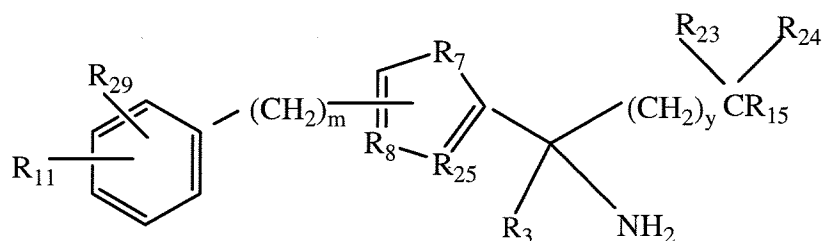


Pending Claims

A complete list of all claims under examination is set out below. Please amend claims 11, 16, 22, 23, 25, 26, 28, 31, 32, 50, 51 and 52 as indicated below. Claims 1-10, 17, 19-21, 34, and 36-49 are cancelled.

1 - 10. (cancelled).

11. (currently amended) The compound of claim 50 ~~having~~ of the formula:



wherein

R₁₁ is C₅-C₁₈ alkyl, C₅-C₁₈ alkenyl, C₅-C₁₈ alkynyl, C₅-C₁₈ alkoxy, C₁-C₁₀ alkyl(C₅-C₆ aryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₆ heteroaryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₆ cycloalkyl)R₂₀, C₁-C₁₀ alkoxy(C₅-C₆ aryl)R₂₀, C₁-C₁₀ alkoxy(C₅-C₆ heteroaryl)R₂₀ or C₁-C₁₀ alkoxy(C₅-C₆ cycloalkyl)R₂₀;

wherein R₂₀ is H or C₁-C₁₀ alkyl;

p and q are integers independently ranging from 1 to 10;

R₂₉ is H, halo, C₁-C₁₂ alkyl, C₂-C₁₂ alkenyl, C₂-C₁₂ alkynyl, or C₁-C₁₂ alkoxy,;

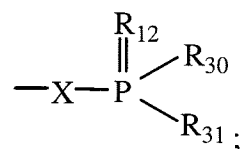
R₇ and R₈ are independently O, S, ~~CR₂₆, CHR₂₆~~, NR₂₆, or N;

wherein R₂₆ is H, F or C₁-C₄ alkyl;

R₂₅ is CH;

R₃ is C₁-C₄ alkyl, (C₁-C₄ alkyl)OH, or (C₁-C₄ alkyl)NH₂;

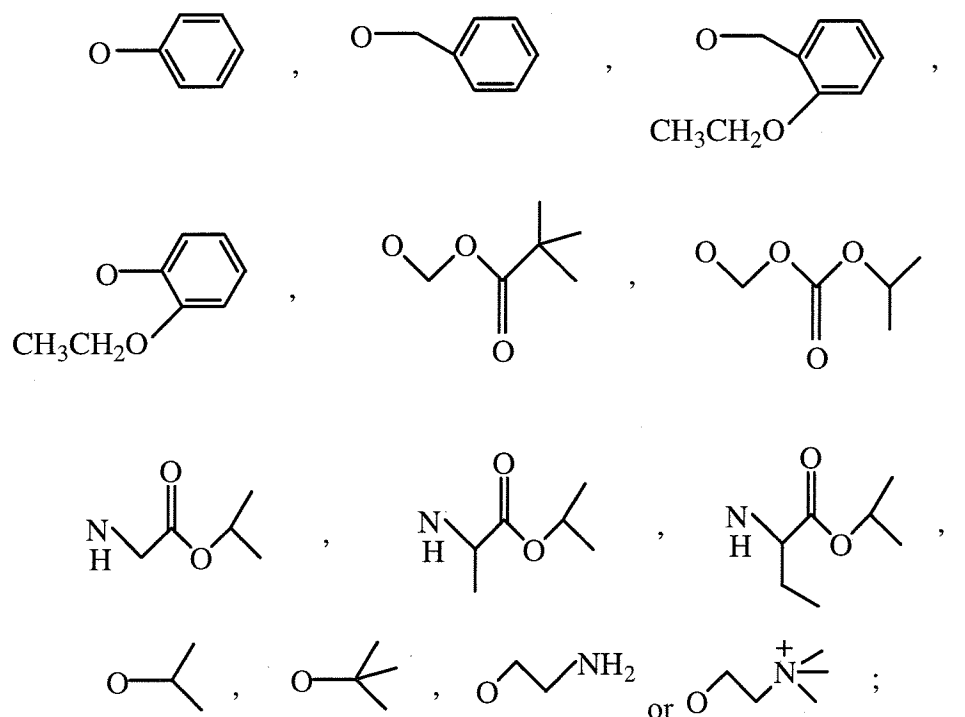
R₁₅ is



wherein R_{12} is O or S;

X is O, S, CH_2 , $CHOH$, CHF , CF_2 , or $-\overset{\overset{O}{\parallel}}{C}-$;

R_{30} and R_{31} are independently C_1 - C_2 alkoxy,



R_{23} is H, F, OH, C_1 - C_4 alkyl, CO_2H or $(C_1$ - C_4 alkyl)OH;

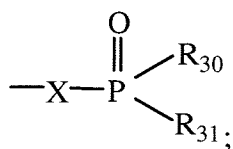
R_{24} is H, F, C_1 - C_4 alkyl or PO_3H_2 ; or

R_{23} together with R_{24} and the carbon to which they are attached form a carbonyl group; and

y and m are integers independently ranging from 0 to 4; or

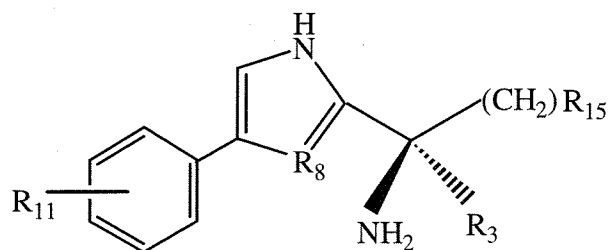
a pharmaceutically acceptable salt or tautomer thereof.

12. (previously presented) The compound of claim 11 wherein
m is 0;
y is 0 or 1;
R₂₃ and R₂₄ are independently H or F.
13. (previously presented) The compound of claim 11 wherein R₃ is C₁-C₃ alkyl or (C₁-C₄ alkyl)OH; and
R₈ is CH.
14. (previously presented) The compound of claim 12 wherein
R₁₁ is C₅-C₁₈ alkyl, C₅-C₁₈ alkenyl, C₅-C₁₈ alkynyl, or C₅-C₁₈ alkoxy and
R₂₉ is H, halo or C₁-C₁₂ alkyl; or
a pharmaceutically acceptable salt or tautomer thereof.
15. (previously presented) The compound of claim 12 wherein
y is 0; and
R₁₅ is represented by the structure

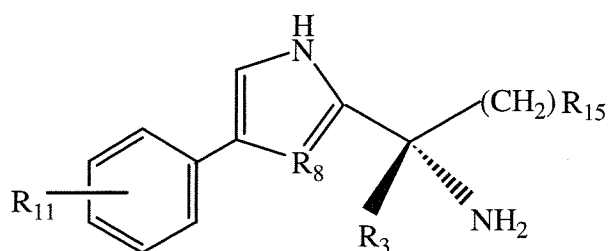


wherein X is CH₂, CHOH, CHF, CF₂, or $\begin{array}{c} \text{O} \\ \parallel \\ \text{---C---} \end{array}$.

16. (currently amended) The compound of claim 50 of 12 having the formula:



or



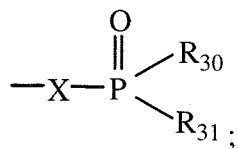
wherein R_{11} is C_5 - C_{18} alkyl or C_5 - C_{18} alkenyl; and

R_8 is N, \overline{CH} or S;

or a pharmaceutically acceptable salt or tautomer thereof.

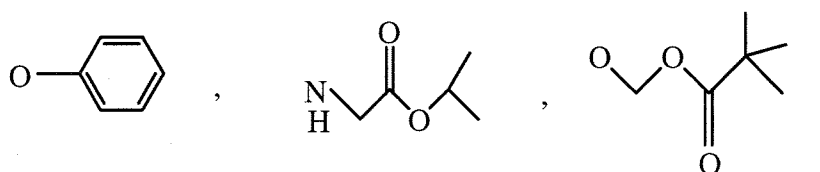
17. (cancelled)

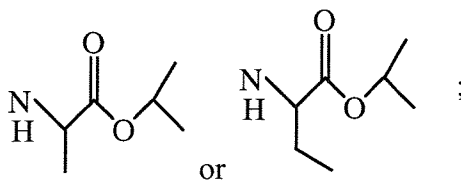
18. (previously presented) The compound of claim 16 wherein R_{11} is C_5 - C_9 alkyl;
 R_{15} is



wherein X is O, CH_2 or CHF ;

R_{30} and R_{31} are independently

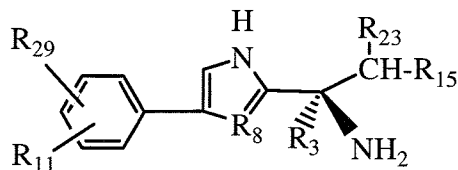




and R_3 is CH_3 .

19. - 21. (cancelled)

22. (currently amended) The compound of claim 51 ~~having~~ of the formula:

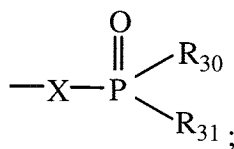


23. (currently amended) The compound of claim 22 wherein R_3 is C_1 - C_4 alkyl or $(C_1$ - C_4 alkyl)OH;

R_8 is O, S, ~~CR_{26}~~ or N;

R_{23} is ~~and R_{26} are independently~~ H or F; and

R_{15} is represented by the structure

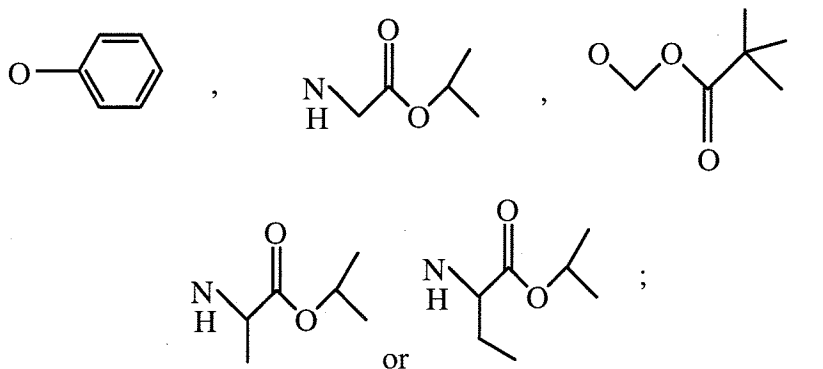


wherein X is O, CH_2 , CHOH, CHF, CF_2 or $\begin{array}{c} O \\ || \\ -C- \end{array}$.

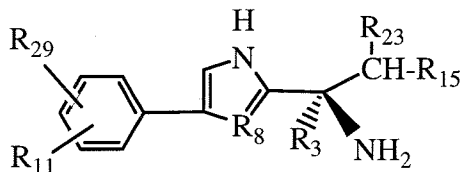
24. (previously presented) The compound of claim 53 wherein X is O.

25. (currently amended) The compound of ~~claim 24~~ claim 53 wherein X is CH_2 , CHF or CF_2 .

26. (currently amended) The compound of ~~claim 24~~ claim 53 wherein R_{30} and R_{31} are the same and are



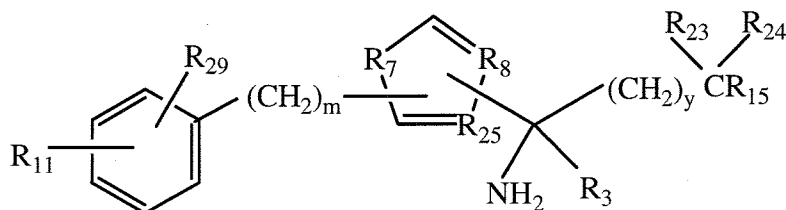
27. (original) The compound of claim 25 wherein R_8 is N.
28. (currently amended) The compound of claim 25 ~~claim 24~~ having of the formula:



wherein R_{11} is H, C_5 - C_{18} alkyl, C_5 - C_{18} alkenyl, C_5 - C_{18} alkynyl, or C_5 - C_{18} alkoxy;
 R_3 is CH_3 ; and
 R_{29} is H, C_1 - C_4 alkyl.

29. (previously presented) The compound of claim 28 wherein R_{11} is C_5 - C_{18} alkyl, or C_5 - C_{18} alkenyl; and R_{29} H, or C_1 - C_4 alkyl.
30. (previously presented) The compound of claim 28 wherein R_{11} is C_5 - C_{18} alkyl or C_5 - C_{18} alkenyl; and R_{29} is H.

31. (currently amended) A pharmaceutical composition comprising a compound having of the formula:



wherein

R₁₁ is C₅-C₁₈ alkyl, C₅-C₁₈ alkenyl, C₅-C₁₈ alkynyl, C₅-C₁₈ alkoxy, C₁-C₁₀ alkyl(C₅-C₁₀ aryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₁₀ heteroaryl)R₂₀, C₁-C₁₀ alkyl(C₅-C₁₀ cycloalkyl)R₂₀, C₁-C₁₀ alkoxy(C₅-C₁₀ aryl)R₂₀, C₁-C₁₀ alkoxy(C₅-C₁₀ heteroaryl)R₂₀ or C₁-C₁₀ alkoxy(C₅-C₁₀ cycloalkyl)R₂₀;

wherein R₂₀ is H or C₁-C₁₀ alkyl;

R₂₉ is H, halo, C₁-C₁₂ alkyl, C₂-C₁₂ alkenyl, C₂-C₁₂ alkynyl, or C₁-C₁₂ alkoxy;

R₃ is H, C₁-C₆ alkyl, (C₁-C₄ alkyl)OH, or (C₁-C₄ alkyl)NH₂;

R₂₃ is H, F, CO₂H, OH, C₁-C₆ alkyl, (C₁-C₄ alkyl)OH, or (C₁-C₄ alkyl)NH₂;

R₂₄ is H, F or PO₃H₂; or

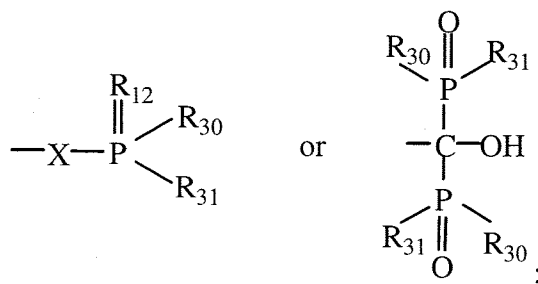
R₂₃ together with R₂₄ and the carbon to which they are attached form a carbonyl group;

R₇ and R₈ are independently O, S, ~~CHR₂₆~~, ~~CR₂₆~~, NR₂₆, or N;

R₂₅ is CR₂₆;

wherein R₂₆ is H, F or C₁-C₄ alkyl;

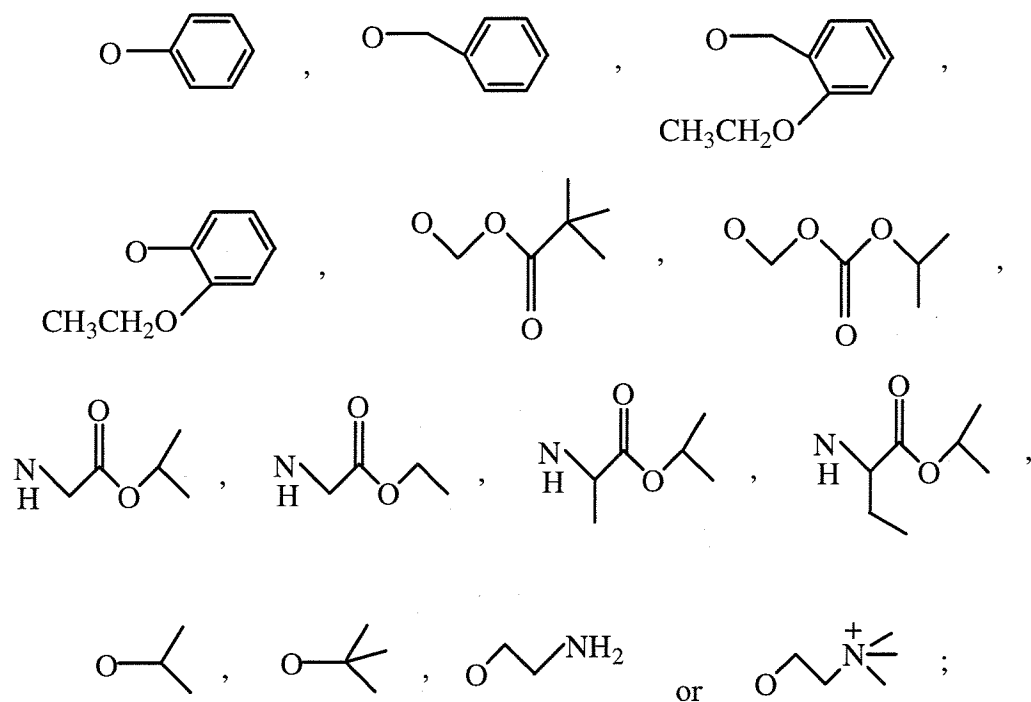
R₁₅ is



wherein R_{12} is O, NH or S;

X is O, NH, S, CH_2 , $CHOH$, CHF , CF_2 , or $\overset{\overset{O}{\parallel}}{C}$; and

each R_{30} is independently and each R_{31} is independently C_1 - C_2 alkoxy,



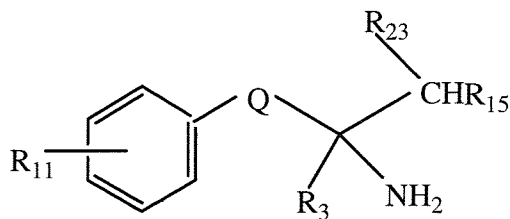
y and m are integers independently ranging from 0 to 4;

p and q are integers independently ranging from 1 to 10; or

a pharmaceutically acceptable salt or tautomer thereof;

and a pharmaceutically acceptable carrier.

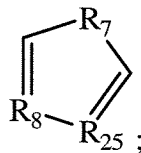
32. (currently amended) The composition of claim 31 ~~wherein the~~ comprising a compound ~~has of~~ the formula:



wherein R_{11} is C_5 - C_{18} alkyl, C_5 - C_{18} alkenyl, C_5 - C_{18} alkynyl, or C_5 - C_{18} alkoxy;

wherein p and q are integers independently ranging from 1 to 10;

Q is



wherein R_7 and R_8 are independently O, S, ~~CR_{26}~~ , ~~CHR_{26}~~ , NR_{26} , or N;

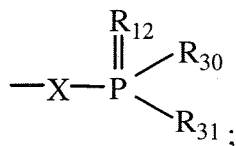
R_{25} is CR_{26} ; and

R_{26} is H, F or C_1 - C_4 alkyl;

R_3 is H, C_1 - C_4 alkyl or $(C_1$ - C_4 alkyl)OH;

R_{23} is H, F or C_1 - C_4 alkyl; and

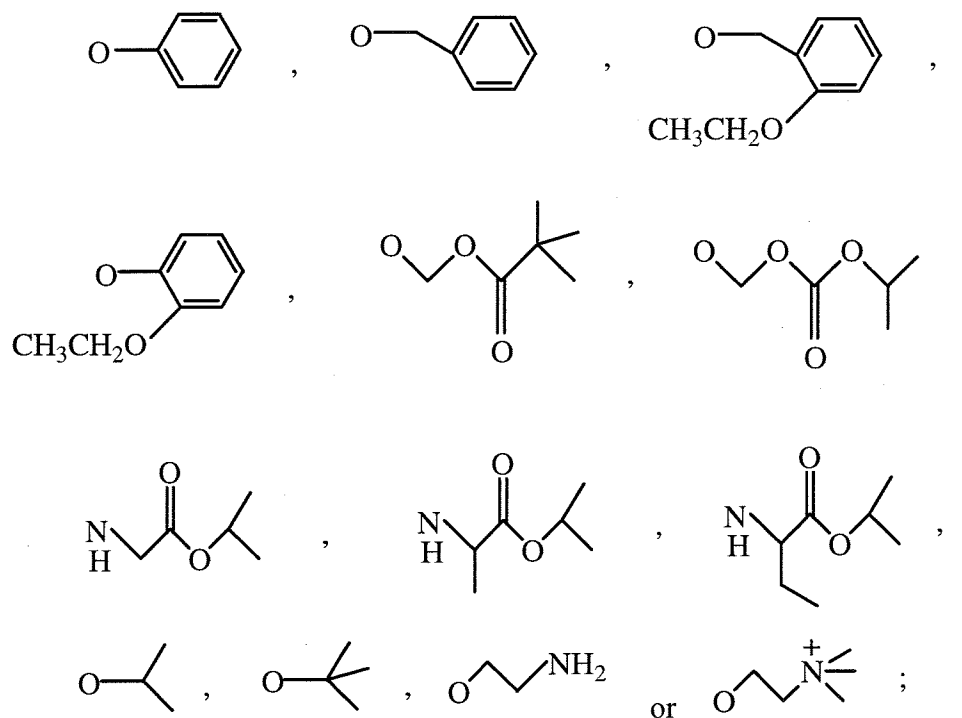
R_{15} is represented by the structure



wherein R_{12} is O or S;

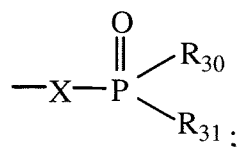
X is O, S, CH_2 , $CHOH$, CHF , CF_2 , or $\overset{\text{O}}{\parallel} -C-$;

R_{30} and R_{31} are independently C_1 - C_2 alkoxy,



or a pharmaceutically acceptable salt or tautomer thereof; and
 a pharmaceutically acceptable carrier.

33. (previously presented) The composition of claim 32 wherein R_{23} is H or F; and R_{15} is



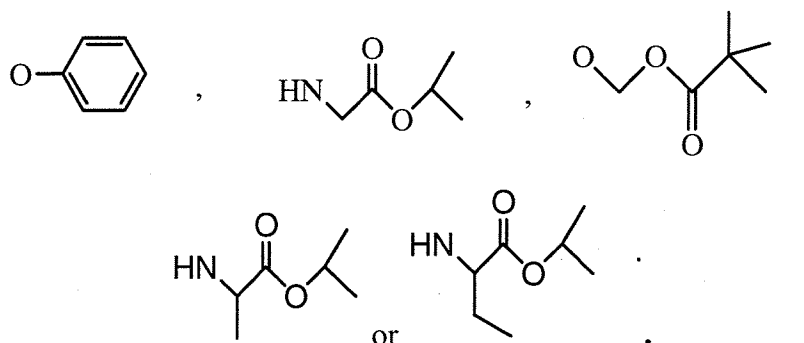
wherein X is O, CH_2 , CHOH , CHF , CF_2 , or $-\overset{\overset{\text{O}}{\parallel}}{\text{C}}-$.

34. (cancelled).

35. (currently amended) The composition of claim 54 ~~claim 53~~ wherein

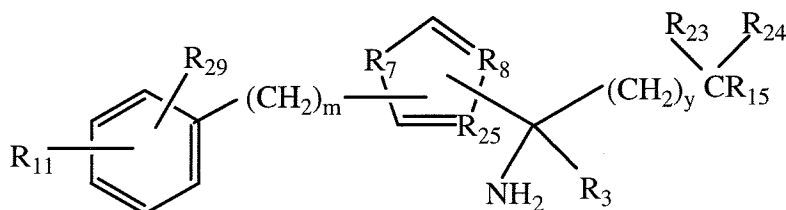
X is CH_2 , CF_2 or CHF ; and

R_{30} and R_{31} are independently C_1 - C_2 alkoxy,



36. - 49. (cancelled)

50. (currently amended) A compound having of the formula:



wherein

R_{11} is C_5 - C_{18} alkyl, C_5 - C_{18} alkenyl, C_5 - C_{18} alkynyl, C_5 - C_{18} alkoxy, C_1 - C_{10} alkyl(C_5 - C_{10} aryl) R_{20} , C_1 - C_{10} alkyl(C_5 - C_{10} heteroaryl) R_{20} , C_1 - C_{10} alkyl(C_5 - C_{10} cycloalkyl) R_{20} , C_1 - C_{10} alkoxy(C_5 - C_{10} aryl) R_{20} , C_1 - C_{10} alkoxy(C_5 - C_{10} heteroaryl) R_{20} or C_1 - C_{10} alkoxy(C_5 - C_{10} cycloalkyl) R_{20} ;

wherein R_{20} is H or C_1 - C_{10} alkyl;

R_{29} is H, halo, C_1 - C_{12} alkyl, C_2 - C_{12} alkenyl, C_2 - C_{12} alkynyl, or C_1 - C_{12} alkoxy;

R_3 is H, C_1 - C_6 alkyl, $(C_1$ - C_4 alkyl)OH, or $(C_1$ - C_4 alkyl) NH_2 ;

R_{23} is H, F, CO_2H , OH, C_1 - C_6 alkyl, $(C_1$ - C_4 alkyl)OH, or $(C_1$ - C_4 alkyl) NH_2 ;

R_{24} is H, F, C_1 - C_4 alkyl, or PO_3H_2 ; or

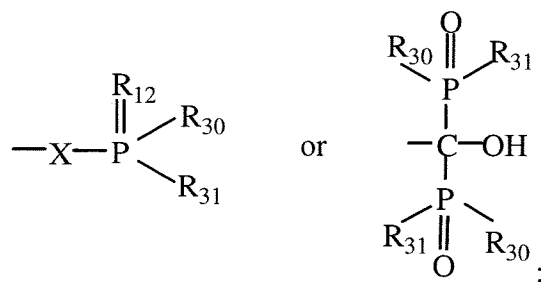
R_{23} together with R_{24} and the carbon to which they are attached form a carbonyl group;

R_7 and R_8 are independently O, S, CHR_{26} , CR_{26} , NR_{26} , or N;

R_{25} is CR_{26} ;

wherein R_{26} is H, F or C_1 - C_4 alkyl;

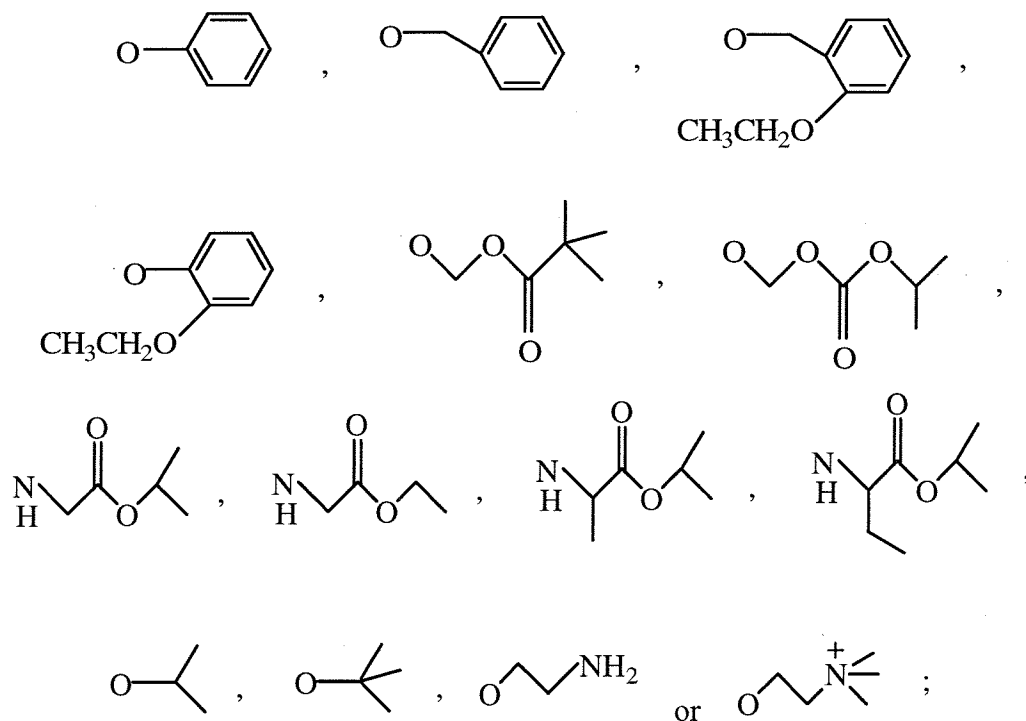
R_{15} is



wherein R_{12} is O, NH or S;

X is O, NH, S, CH_2 , CHOH , CHF , CF_2 , or $-\overset{\text{O}}{\parallel}{\text{C}}-$; and

each R_{30} is independently and each R_{31} is independently C_1 - C_2 alkoxy,

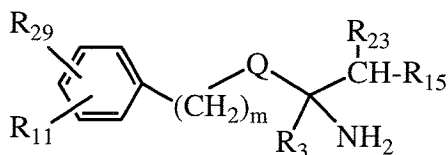


y and m are integers independently ranging from 0 to 4;

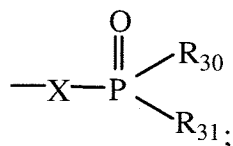
p and q are integers independently ranging from 1 to 10; or

a pharmaceutically acceptable salt or tautomer thereof.

51. (currently amended) The compound of claim 50 ~~having~~ of the formula

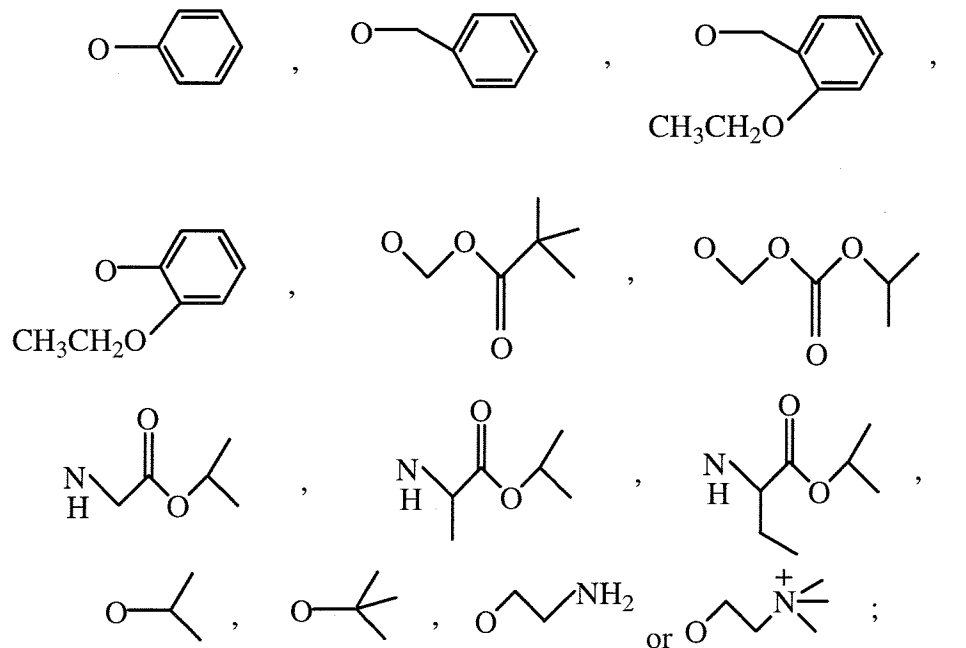


wherein R_{11} is C_5 - C_{18} alkyl, C_5 - C_{18} alkenyl, C_5 - C_{18} alkynyl, or C_5 - C_{18} alkoxy;
 R_{15} is



wherein X is O, CH_2 , CHOH, CHF, CF_2 , or $-C(=O)-$;

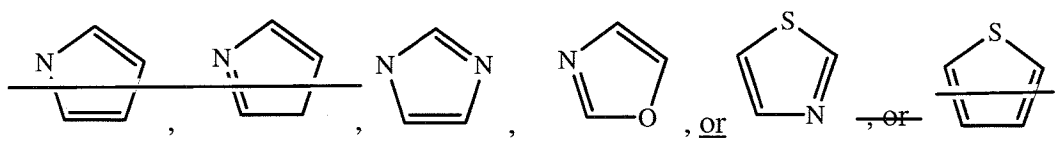
R_{30} and R_{31} are independently C_1 - C_2 alkoxy,



wherein p and q are integers independently ranging from 1 to 10;

R_{29} is H, C_1 - C_{10} alkyl, C_2 - C_{10} alkenyl or C_2 - C_{10} alkynyl;

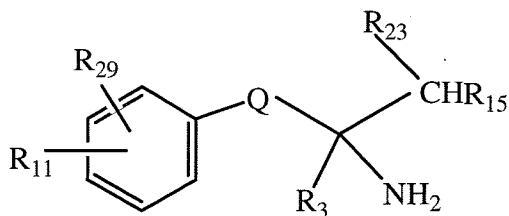
Q is



m is 0; and

R₂₃ is H or F.

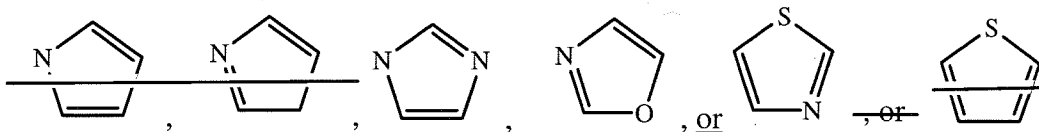
52. (currently amended) The compound of claim 51 ~~having~~ of the formula:



R₁₂ is O; and X is O, CH₂, CHOH, CHF, CF₂, and $\text{--}\overset{\text{O}}{\parallel}\text{C--}$.

53. (previously presented) The compound of claim 23 wherein X is O, CH₂, CHF or CF₂.

54. (currently amended) The composition of claim 33 wherein Q is



55. (currently amended) The composition of claim 35 wherein Q is

